



Home Owners Association NPC

*A non-profit Company with voting members
(Registration no: 1998/019006/08)*

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NOTICE AND AGENDA OF THE 18th ANNUAL GENERAL MEETING OF MEMBERS

OF WESTLAKE COUNTRY & SAFARI HOMEOWNERS ASSOCIATION NPC

(REGISTRATION NUMBER: 1998 / 019006 / 08)

WHICH WILL BE HELD BY MEANS OF A ELECTRONIC VIRTUAL PLATFORM AND PRESENTED BY LUMI TECHNOLOGIES

NOTICE IS HEREBY GIVEN in terms of Clauses 13 and 14 of the Memorandum of Incorporation [hereinafter referred to as "MOI"] of the Westlake Country & Safari Homeowners Association (NPC) [hereinafter referred to as "the Company"] read with Sections 61(1), 61(2)(a) and 65(2) of the Companies Act, 71 of 2008 ("the Act") that the 18TH Annual General Meeting of Members of the Company will be held entirely by means of a virtual platform, presented by Lumi Technologies SA (Pty) Ltd, on **SUNDAY, 11 APRIL 2021** at **10h00** to transact the business as set out in the agenda hereinunder.

Please note: The Board and Management of the Company met with the presenters of the first virtual members meeting of the Company, Lumi Technologies SA (Pty) Ltd during January 2021.

The challenges brought about by the National Regulations, promulgated in terms of the Disaster Management Act, which limit the movement of people and also limit the number of people that may be present in person at one time, as well as keeping the safety of members of the Company in mind, moved the Board and Management of the Company to resolve to convene and hold the Annual General Meeting of members of the Company virtual.

There is no provision in the MOI of the Company that prohibits the conducting of a meeting of members of the Company to be held entirely via electronic communication.

The electronic virtual platform utilised for the meeting can facilitate the uploading of proxies and participation can be by means of laptops, tablets and even smartphones.

This electronic virtual platform will open for members the week before the meeting for pre-examination and testing of the electronic virtual platform and the loading by Management of the Company of duly completed and dated proxies.

Members that experience any problems in respect of the electronic platform which will host the annual general meeting, are invited to contact the host Lumi Technologies or attend at the Estate Offices for assistance and, if applicable, to request staff of Management at the Estate Offices to complete, sign and lodge proxy forms. At the date and time of the meeting eligible members who experience difficulty to access the electronic virtual platform, may attend at the Estate Offices where internet access is available and where they will be assisted by members of the staff of Management.

During the actual virtual annual general meeting, all participation by eligible members and who are in good standing will be in writing in real time, placed on the screen to be considered by all participants. Questions will be channelled through a centralised virtual 'office' contingent which will process all questions and pass the relevant ones through to the Board for response to all participants. Only the Board will be visible and be heard on the virtual electronic platform and the rest of the participants will communicate and partake in writing.

A guide by the hosts of the virtual meeting, Lumi Technologies, in respect of access, navigation, voting, questions and downloads to the virtual members' meeting, is attached for consideration.

AGENDA

- 1. Opening and welcome by the Chair.**
- 2. Brief introduction and explanation of the conduct of a virtual meeting – Lumi Technologies.**
- 3. Noting of any Apologies.**
- 4. Confirmation of members present by means of electronic participation and confirmation of the number of members represented via proxy.**

Note: In terms of Clause 13.23 of the MOI of the Company, a Member of the Company will be entitled to appoint a proxy to participate in, speak and vote on the Member's behalf. In terms of Clause 13.24 of the MOI of the Company, a proxyholder does not need to be a Member of the Company. Clause 13.25 continues to state that the form appointing a proxy shall be in writing, duly signed and dated under the hand of the appointer or his agent duly authorised thereto in writing or, if the appointer is a Corporate Body, under the hand of an officer or agent authorised by that body.

Members who are unable to attend the virtual Annual General Meeting of the Company, are invited to appoint a proxy and complete, sign and date the proxy form that will only be disseminated following receipt of the written Nominations of

Nominees for the Board. A reminder will be distributed once the proxy forms have been disseminated.

Because this is a virtual members meeting, members may indicate their predetermined vote on each matter by completing, signing and dating the Proxy form and submit beforehand to the Estate Offices by hand or scan and email at admin@westlake.co.za beforehand. To assist in the logistics in respect of the virtual members meeting and to save time on the day of the actual meeting, members are encouraged, in the event that they wish to appoint a proxy, to have the proxy forms timeously completed, signed and dated then delivered or lodged before 12h00 on Saturday 10 April 2021 although proxies will be accepted until any resolution is put to vote.

Please note: All votes by participants and proxyholders will only be recorded and counted at the time and place of the virtual Annual General Meeting. Voting will be done electronically at the meeting.

5. Confirmation of a quorum being present and that the meeting may proceed with its business and agenda.

Note: In terms of Clause 13.10 of the MOI, the quorum at a meeting of Members of the Company shall be 25 % (twenty-five per centum) of the total number of Members eligible and entitled to vote present in person or by proxy and of which at least 20 (twenty) Members need to be virtually present in person and entitled to vote.

6. Discussion and condoning by special resolution the late convening of the 2020 Annual General Meeting of the Company.

Note: In terms of Clause 13.2 of the MOI of the Company, the Annual General Meeting of the Company shall be convened within 15 (fifteen) months after the previous Annual General Meeting of the Company being 28 July 2019. Although provisional planning was to hold the 2020 Annual General Meeting during April or May 2020, these were intercepted by National Lockdown Regulations in terms of the Disaster Management Act because of the Covid-19 Pandemic. To condone the provisions of the MOI of the Company, members will be called upon to vote by special resolution to condone the convening of the annual general meeting beyond the 15 (fifteen) month period.

7. Approval of the Minutes of the Annual General Meeting held on SUNDAY, 28 JULY 2019.

Note: See the minutes attached.

8. Declaration of any interests by the existing Board of Directors.

Note: In terms of Clause 6.14 of the MOI of the Company, it is stated that if a Director, or a relative of the Director or a business associate has any business interests in respect of contracts with the Company, this is deemed to be a personal financial interest of the Director and cognisance shall be taken of any definition of personal financial interest as stipulated in the Companies Act.

In terms of Clause 6.15 of the MOI, a personal financial interest of a Director must be disclosed prior to or at the nomination as Director, this disclosure shall be given in writing and must set out the full nature and extent of the Director's personal financial interest.

9. To receive and consider the Report by the Chairman.

Note: The report is attached for consideration and members are called upon to consider it prior to the annual general meeting.

10. To consider the Audited Financial Statements of the Company for the financial year ending February 2019 and the financial year ending February 2020.

Note: In terms of Section 62(3)(d)(i) of the Companies Act only a summarised form of the signed 2019 Audited Financial Statements and a summarised form of the signed 2020 Audited Financial Statements are attached. In compliance with Section 62(3)(d)(ii) of the Companies Act, a complete set of the 2019 and 2020 Audited Financial Statements are available on the Westlake Website.

11. To appoint the Auditors for the Company for the following financial year of the Company and the approval of the remuneration of the Auditors.

Note: The Company Auditors have come up for rotation in terms of Section 92 of the Companies Act. GKL Auditors from Brits will be proposed by the Board for appointment.

12. To determine the *domicilium citandi et executandi* of the Association.

Note: It is proposed by the Board that the *domicilium citandi et executandi* be The Westlake Management Office, Mountainview Drive, Westlake Country & Safari Estate, R512, Skeerpoort, Northwest Province.

13. Nomination and election of Directors.

- 13.1 In terms of paragraph 6.1 of the MOI of the Company, the Board of Directors of the Company shall always consist of a minimum of 3 (three) Directors and, unless otherwise resolved by an ordinary resolution of members, consist of a maximum of five (5) Directors.
- 13.2 Unless resolved by an ordinary resolution of the members of the Company, a member of the Board of directors must be a member of the Company deemed to be in good standing.
- 13.3 At an Annual General Meeting of the Company, two (2) of the longest serving Directors shall retire from office but they are entitled to make themselves immediately available for re-election.
- 13.4 During the past year Mr Hans Britz resigned as Director from office and Mrs. Neen Hollick retires from office by rotation. Mrs. Neen Hollick will be available for re-election this year. This means that the following two portfolios are available and members with the necessary proven skills, experience and previous Board service in these fields are requested to make themselves available to be nominated and stand for election for service on the Board.
- 13.5 The portfolios are:
- Finance and Human Resources; and
 - Security and Environment.
- 13.6 The necessary nomination forms are attached to this Notice and the requirements listed on the forms must be studied carefully before making a commitment. CV's or a short résumé of the nominees must accompany the signed and completed nomination forms and the nomination forms must reach the Westlake Homeowners Association Administration Office on or before **12h00 on Thursday, 18 March 2021**, by delivering it by hand to the Estate offices or e-mailed to admin@westlake.co.za. This will enable Management to complete the proxy forms and ballot papers in advance and disseminate to members for the Annual General Meeting.

14. Ratification of the carport rules.

Note: The Board of Directors are empowered in terms of paragraph 8.1 of the MOI of the Company to from time to time make, add, amend, repeal or suspend Rules.

Section 15 of the Companies Act of 2008 gives the rules an interim enforceability when accepted by the Board and a permanent enforceability if ratified by ordinary resolution by members of the Company.

Please see the attached rules that will be required to be ratified by members by ordinary resolution in terms of Section 15 of the Companies Act.

15. Resolution on a mandate to the Board and Management to further investigate alternative power solutions and the establishment of a solar plant on Westlake Estate.

Note: The Board will table the attached Resolution for members to vote on in respect of the further investigation of alternative power solutions and establishment of a solar plant.

16. Special Resolution to raise a once off special levy of R4000, 00 per member, alternatively a special levy of R700, 00 per month for a period of 6 months to complete the road profile and re-surfacing project in 2021.

Note: The Board will table the attached Special Resolution in respect of raising a special levy payable by members to complete the road profile and re-surfacing project with a projected lifespan of 10 to 15 years.

17. Proposed Resolution received on rules in respect of short-term rental and supported by the required number of members in terms of Section 65(3) of the Companies Act, 71 of 2008 to be considered at the Annual General Meeting.

Note: The Board has received a written proposal in terms of the provisions of Section 65(3) of the Companies Act from the required number of members and who are entitled to exercise voting rights in respect of the attached resolution concerning rules on short term rentals. The proposal and its resolution are to be tabled and considered at the Annual General Meeting.

18. Closure of the meeting.

19. General.

In terms of Clause 13.22 of the MOI of the Company, at any meeting of the Company each Member who is the owner of land shall have 1 (one) electronic vote for each portion of which he is the owner.

In terms of Clause 9.18 of the MOI of the Company, a Member will have no vote and will not be entitled to attend a meeting of the Members of the Company in the event that a Member is indebted of any levy, special levy, interest or any other amount that is lawfully due and payable to the Company or the Member is in breach of any Rule of the Company.

The Board of the Company resolved in terms of Section 59 of the Companies Act, 71 of 2008 that the record date for establishing which of the Members of the Company, will be entitled to participate in, speak and vote as per the Company's MOI at the Annual General Meeting, will be **Friday 09 April 2021 at 16h00**.

At this date and time, the Company's bookkeeper shall notify the Board of Directors of any outstanding contributions due and payable by any Member to the Company which will entitle the Board to determine and advise Lumi Technologies which Members will have no vote and will not be entitled to attend the virtual Annual General Meeting and be blocked from virtual access and participation.

Any member who is of the view that this Notice does not have sufficient clarity, specificity, information or explanatory material in respect of the proposed resolutions and who wishes to exercise his / her / its rights in terms of Section 65(5) of the Companies Act, is invited to contact the Estate Offices to obtain clarity, additional information, explanatory material or any explanation prior to proceeding with any legal remedies

Kindly take note that in order to conduct the Annual General Meeting in an organised, orderly and efficient manner the following is required:

- 19.1 In terms of paragraph 13.9 of the Memorandum of Incorporation of the Company any matters that a member may want to table under general at an Annual General Meeting must be submitted to the Estate Manager in writing at least 7 (seven) days before the commencement of the Annual General Meeting that being **12h00** on Sunday the **4th of April 2021**. In order to ensure that the directors have sufficient time to prepare a response thereto and ensure efficiency in the manner in which business is conducted, members are invited to utilise the following email address admin@westlake.co.za when submitting items under general as invited herein.

- 19.2 In terms paragraph 13.9 of the Memorandum of Incorporation of the Company any matters for general discussion received after the date and time of the 7-day period of the Annual General Meeting of the Company as set out in paragraph 14.1 may become the subject matter of a direction given to the Board of Directors to investigate and to report back to Members of the Company within such time period as can be resolved upon by the members of the Company.
- 19.3 The Board and Management of the Company have resolved to introduce a Q &A (Questions and Answers) session during the virtual meeting which will be facilitated via the virtual platform and the assistance of Lumi Technologies (Pty) Ltd as host but will be limited to writing. The Q & A will be limited to the points of the agenda.

BY ORDER OF THE DIRECTORS

Westlake Home Owners Association (NPC).